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6/03/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530
FAX #: (305)358-7832

NAME: ASSET MANAGEMENT CORP.

AUDIT NUMBER.....H97000009065

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1997

ACE INDUSTRIES, INC.

SUBJECT: CORPORATE ASSET MANAGEMENT CORP.
REF: W97000012947

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

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The name conflict is "CORPORATE ASSET MANAGEMENT, INC."

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FAX Aud. #: H97000009065
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-9065

ARTICLES OF INCORPORATION

Article 1: Name of Corporation GAB ASSET MANAGEMENT CORP.
Address of Corporation 3301 NORTH COUNTRY CLUB DRIVE APT. 408
AVENTURA, FLORIDA 33180

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT ALBINA BOUET
and 3301 NO. COUNTRY CLUB DR. APT. 408
REGISTERED OFFICE: AVENTURA, FLORIDA 33180

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

Albina Bouet 6/2/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. ALBINA BOUET
3301 NORTH COUNTRY CLUB DRIVE APT. 408
AVENTURA, FLORIDA 33180

Article 5: The Name and Address of the INCORPORATOR is:

ALBINA BOUET
3301 NORTH COUNTRY CLUB DRIVE APT. 408
AVENTURA, FLORIDA 33180

In witness whereof I have subscribed my name

Albina Bouet
Signature of Incorporator

ALBINA BOUET

Prepared by:

ace INDUSTRIES, INC.

54 NW 11th Street

Miami, FL 33136

305-358-2571

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